

**FILED****FEB 28 2014****SECRETARY, BOARD OF  
OIL, GAS & MINING****BEFORE THE BOARD OF OIL, GAS AND MINING****DEPARTMENT OF NATURAL RESOURCES****STATE OF UTAH**

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**IN THE MATTER OF THE REQUEST )  
FOR AGENCY ACTION OF )  
NEWFIELD PRODUCTION COMPANY )  
FOR AN ORDER POOLING ALL )  
INTERESTS IN FOUR DRILLING )  
UNITS ESTABLISHED BY THE )  
BOARD'S ORDERS ENTERED IN )  
CAUSES NOS. 131-51, 139-8 AND 139-90 )  
IN SECTIONS 14, 17, AND 23, )  
TOWNSHIP 3 SOUTH, RANGE 2 )  
WEST, AND SECTION 17, TOWNSHIP )  
3 SOUTH, RANGE 3 WEST, U.S.M., )  
DUCHESNE COUNTY, UTAH )**

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**FINDINGS  
OF FACT, CONCLUSIONS  
OF LAW, AND ORDER**

**Docket No. 2014-006**

**Cause No. 139-114**

This Cause came on regularly for hearing before John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and Mining (the "Division"), as the Utah Board of Oil, Gas, and Mining's (the "Board") designated Hearing Examiner, on Wednesday, January 15, 2014, at the hour of 1:30 p.m. in Room 112 of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah (the "Department of Natural Resources Building"), and regularly for hearing before the Board on Wednesday, January 22, 2014, approximately at the hour of 5:30 p.m. in the Auditorium of the Department of Natural Resources Building to consider the Hearing Examiner's Recommended Findings of Fact and Conclusions of Law. The following Board members were present at and participated at the January 22, 2014 hearing: Ruland J. Gill, Jr., Chairman, Kelly L. Payne, Chris D. Hansen, Carl F. Kendell, and Michael R. Brown. John R. Baza, Director, was present for the Division at the January 22, 2014 hearing, and Brad Hill, Oil and Gas Permitting Manager; Dustin Doucet, Petroleum Engineer; and Clinton Dworshak, Compliance and Public

Outreach Manager, were present for the Division at both hearings. The Hearing Examiner was represented by Kassidy Wallin, Assistant Attorney General, at the January 15, 2014 hearing, and Mr. Wallin appeared on the Hearing Examiner's behalf at the January 22, 2014 hearing. The Division was represented by Steven F. Alder, Assistant Attorney General, at both hearings. Michael S. Johnson, Assistant Attorney General, represented the Board at the January 22, 2014 hearing.

The petitioner, Newfield Production Company ("Newfield"), was represented by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy at both hearings, and Kenneth Harris, Newfield's Landman, and Mike Jensen, Newfield's Engineering Advisor, testified on behalf of Newfield at the January 15, 2014 hearing. Mr. Jensen was recognized by the Hearing Examiner as an expert reservoir engineer for the purposes of this Cause.

Several consenting mineral interest owners, including Tracy Womack, Jeff Womack, and Todd Horrocks (on behalf of Collene Horrocks) were also present at the January 15, 2014 hearing, but chose not to participate other than to ask a general informational question of Newfield's witnesses. Other than Newfield, the Division, and the aforementioned consenting mineral interest owners, no person or party filed a response to Newfield's Request for Agency Action (the "Request") and no other person or party appeared at or participated in the January 15, 2014, or January 22, 2014 hearings in opposition to Newfield's Request in this matter.

At the January 22, 2014 hearing, after considering the designated Hearing Examiner's Recommended Findings of Fact and Conclusions of Law, the Board accepted the Recommended Findings of Fact and Conclusions of Law and approved Newfield's Request to enter an order pooling all of the mineral interests in the Subject Lands (as defined herein) as specified in the Request. The Board's vote to accept the Hearing Examiner's Recommended Findings of Fact and Conclusions of Law and approving Newfield's Request was unanimous.

The Board, having fully considered the designated Hearing Examiner's Recommended Findings of Fact and Conclusions of Law based on the testimony adduced and the exhibits received into evidence at the January 15, 2014 hearing, being fully advised by the Hearing Examiner, and good cause appearing, hereby makes the following findings of fact, conclusions of law, and order in this Cause:

### **FINDINGS OF FACT**

1. Notices of the time, place, and purposes of the January 15, 2014 hearing and the Board's regularly scheduled January 22, 2014 hearing were mailed to all locatable interested parties by first-class mail, postage prepaid, and were duly published in the Salt Lake Tribune, Deseret Morning News, The Vernal Express, and the Uintah Basin Standard pursuant to the requirements of the Utah Administrative Code ("U.A.C.") Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.

2. Newfield Production Company is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

3. Under that certain Order entered on October 27, 1983, in Cause No. 131-51, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

[T]hat interval below the stratigraphic equivalent of 9600 feet depth in the "E" Log of the Carter No. 2 Bluebell well, located in the SW $\frac{1}{4}$ NW $\frac{1}{4}$ , Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron No. 1 Blanchard Well, located in the NW $\frac{1}{4}$ [ ]SE $\frac{1}{4}$  of said section 3) to the base of the Green River-Wasatch formations

for all of subject Section 14. Under the Orders entered on September 20, 1972, and May 9, 2012, in Causes Nos. 139-8 and 139-90, respectively, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

The interval from the top of the Lower Green River formation (TGR<sub>3</sub> marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.

for all of (both) subject Sections 17 and subject Section 23. (Together, the above-described stratigraphic intervals are referred to herein as the “Spaced Interval.”) The Order in Cause No. 139-90 modified the Orders in Causes Nos. 131-51 and 139-8 to authorize up to four producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon each drilling unit comprising Sections 14, 17, and 23, Township 3 South, Range 2 West, and Section 17, Township 3 South, Range 3 West, U.S.M. (together, the “Subject Lands”), provided that no such well be closer than 1,320 feet from an existing unit well completed in and producing from the formations and no closer than 660 feet from the drilling unit boundary.

5. The following wells have been drilled into and produce from the Lower Green River-Wasatch formations beneath the Subject Lands (the “Subject Wells”):

a. Mullins #11-14-3-2W Well located in the NE¼SW¼ of subject Section 14. First production occurred on May 26, 2012.

b. LeJeune #1-17-3-2WH Well whose surface location is in the NE¼NE¼ of Section 17, Township 3 South, Range 2 West and whose bottomhole location is in the SE¼SE¼ of that section. First production occurred on August 23, 2013.

c. Morrill #4-23-3-2WH Well whose surface location is in the NE $\frac{1}{4}$ NW $\frac{1}{4}$  of subject Section 23. The Morrill #4-23 Well encountered the Spaced Interval in the NW $\frac{1}{4}$ NW $\frac{1}{4}$  of said Section 23 and its bottomhole location is in the SW $\frac{1}{4}$ SW $\frac{1}{4}$  of that section. First production occurred on November 19, 2012.

d. Ute Tribal #3-17-3-3WH Well whose surface location is located directly north of subject Section 17, Township 3 South, Range 3 West in the SE $\frac{1}{4}$ SW $\frac{1}{4}$  of adjacent Section 8, Township 3 South, Range 3 West, U.S.M. The Ute Tribal #3-17 Well encountered the top of the Spaced Interval in the NE $\frac{1}{4}$ NW $\frac{1}{4}$  of said subject Section 17 and its bottomhole location is in the SE $\frac{1}{4}$ SW $\frac{1}{4}$  of that section. Production for this well has not yet commenced.

6. The minerals in subject Section 14 are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-A.1. Newfield and the other working interest owner, Crescent Point Energy U.S. Corp. ("Crescent Point") have leased 99.323696% of the oil and gas minerals in said Section 14. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the operating agreement admitted into evidence and the record as Newfield's Land Exhibit 6 (the "JOA"), which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands beneath Section 14. At the time of the hearing, Jay R. Pope, the owner of a 0.7321561% mineral interest in Section 14, had not leased his mineral interest or agreed to participate in the Mullins #11-14-3-2W Well. After the hearing, however, Jay R. Pope did execute and deliver to Newfield a lease covering his mineral interest, as evidenced by the second Landman Affidavit Regarding the Interest of Jay R. Pope executed by Kenneth M. Harris and filed in this Cause on February 19, 2014 (the "Landman Affidavit"). The Landman Affidavit requests that Jay

R. Pope not be deemed a nonconsenting owner. The Board hereby takes official notice of the Landman Affidavit. Accordingly, the only unleased and uncommitted mineral interests in Section 14 are owned by the following parties: Barbara Y. Clarke (0.0585156% mineral interest); the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein (0.2812499% mineral interest); and Elizabeth O'Neal (0.3365385% mineral interest), all as identified in Newfield's Land Exhibit 3-A.2.

7. The minerals in subject Section 17, Township 3 South, Range 2 West ("T3S-R2W"), are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-B.1. Newfield and the other working interest owners, Crescent Point and Bill Barrett Corporation ("BBC"), have leased 99.230769% of the oil and gas minerals in said Section 17. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the JOA, which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands beneath said subject Section 17. BBC has agreed to voluntarily participate in the drilling of the LeJeune #1-17 Well. At the time of the hearing, Newfield and BBC were completing the negotiations of a joint operating agreement covering the Subject Lands, among other lands. The unleased and uncommitted mineral interests in Section 17 are owned by Elizabeth O'Neal (0.769231% mineral interest), as identified in Newfield's Land Exhibit 3-B.2.

8. The minerals in subject Section 23 are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Revised Land Exhibit 3-C.1. Newfield and the other working interest owners, Crescent Point and C-Wall Investment Co. LP ("C-Wall"), have leased 96.162998% of the

oil and gas minerals in the Subject Lands beneath said Section 23. All of such leases provide that the lessee may pool the lease with other leases. Newfield, Crescent Point, and C-Wall have executed joint operating agreements similar in form to the JOA, which name Newfield as Operator and voluntarily pool the working interests in subject Section 23. The unleased and uncommitted mineral interests in Section 23 are owned by the following parties: the heirs/devisees of James Dalglish (3.125000% mineral interest); the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker (0.022321% mineral interest); Bessie Chatwin (0.253906% mineral interest); the heirs/devisees of Ira N. Corey (0.123274% mineral interest); and Vivian Marie Jones and Marla Jackson (0.312500% mineral interest), all as identified in Newfield's Revised Land Exhibit 3-C.2.

9. The minerals in subject Section 17, Township 3 South, Range 3 West ("T3S-R3W"), are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-D.1. Newfield and the other working interest owner, Crescent Point, have leased 98.962581% of the oil and gas minerals in said Section 17. All of such leases provide that the lessee may pool the lease with other leases. Newfield, Crescent Point, and Broughton Petroleum, Inc. ("Broughton") and QEP Energy Company ("QEP"), participating unleased owners representing an additional combined 0.780382% mineral interest as identified on Land Exhibit 3-D.1, have executed joint operating agreements similar in form to the JOA, which name Newfield as Operator and voluntarily pool the pertinent working and unleased mineral interests in the Subject Lands beneath said Section 17. In addition, Croff Oil Co., Inc. ("Croff") (0.2309025% unleased mineral interest) has agreed to voluntarily participate in the drilling of the Ute Tribal #3-17 Well. At the time of the hearing, Newfield and Croff were completing the negotiations of a joint operating agreement covering said

Section 17. Thus, a combined total of 99.973866% of the working and mineral interests in said Section 17 have voluntarily agreed to participate in the Ute Tribal #3-17 Well. The remaining unleased and uncommitted mineral interests in said Section 17 are owned by BSNR Raptor, LP (“BSNR”) (0.0261344% mineral interest), as identified in Newfield’s Land Exhibit 3-D.2. Prior to the January 15, 2014 hearing, BSNR indicated that it is willing to lease its mineral interests to Newfield, however, at the time of the hearing BSNR had not executed an oil and gas lease covering its interests. Newfield indicated at the hearing that if it received an executed oil and gas lease from BSNR prior to the Board issuing a final order in this Cause, it would update its Request and the record in this Cause accordingly. The record in this Cause with respect to BSNR has not been updated as of the issuance date of this Order.

10. Newfield has conducted a thorough title examination of the mineral ownership in the Subject Lands in an effort to identify and locate the owners of those interests, including Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Elizabeth O’Neal; the heirs/devisees of James Dalglish; and the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker (together, the “Unlocatable Nonconsenting Owners”). Newfield’s efforts to locate the Unlocatable Nonconsenting Owners are described in Newfield’s Land Exhibits 5-A, 5-B, 5-C, and 5-D. Despite Newfield’s diligent search, the Unlocatable Nonconsenting Owners cannot be located, with the exception that prior to the January 15, 2014 hearing Melanie Widerburg-Zucker provided a mailing address at which she could be contacted. The Board takes official notice that a copy of the Hearing Examiner’s Recommended Findings of Fact and Conclusions of law were mailed to her at the new address prior to the Board’s January 22, 2014 hearing.



11. Pursuant to the Board's Order issued in this Cause on December 10, 2013, notice personalized to Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Elizabeth O'Neal; the heirs/devisees of James Dalglish; and the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker was published once a week for two consecutive weeks beginning on December 15, 2013, in the Salt Lake Tribune and Deseret Morning News and for two consecutive weeks beginning on December 17, 2013, and December 18, 2013, in the Uintah Basin Standard and The Vernal Express, respectively (collectively, the "Published Notice"). Newfield filed Proofs of Publication and an Affidavit of Publication regarding the Published Notice on January 10, 2014. The Hearing Examiner took, and the Board hereby takes, official notice of the Proofs of Publication and the Affidavit of Publication. The Published Notice provided notice to the Unlocatable Nonconsenting Owners of Newfield's Request, the January 15, 2014 Hearing Examiner's hearing, and the Board's January 22, 2014 hearing, as well as apprising each unlocatable owner of its opportunity to lease its oil and gas minerals or to participate as an owner in the drilling of a pertinent Subject Well. The Published Notice also apprised the Unlocatable Nonconsenting Owners of the possibility that the Board may impose up to a 300% penalty on nonconsenting owners.

12. Newfield has made a good faith effort to locate the Unlocatable Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with Bessie Chatwin, the heirs/devisees of Ira N. Corey, Vivian Marie Jones and Marla Jackson, and BSNR (collectively, the "Locatable Nonconsenting Owners") to either lease their interests or obtain agreements for such owners to bear their proportionate share of the costs of the respective pertinent Subject Wells.

13. No Unlocatable Nonconsenting Owner and no Locatable Nonconsenting Owner (together, the “Nonconsenting Owners”) filed a response to the Published Notice or the Request or otherwise participated at the January 15, 2014, and January 22, 2014 hearings.

14. Forced pooling of the Nonconsenting Owners’ interests in the applicable drilling units comprising the Subject Lands will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

15. Evidence presented at the January 15, 2014 hearing, as supplemented by the Landman Affidavit, established that the weighted average landowner’s royalty prescribed by Section 40-6-6.5(6)(a) of the Utah Code Ann. is 17.037021% for the leases affecting subject Section 14; 16.709253% for the leases affecting subject Section 17 (T3S-R2W); 18.496626% for the leases affecting subject Section 23; and 18.487230% for the leases affecting subject Section 17 (T3S-R3W). The Board hereby takes official notice of the Landman Affidavit regarding the testimony about the revision to the weighted average landowner royalty for subject Section 14 based on the additional leased minerals in the drilling unit comprising that section.

16. Newfield’s evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable and appropriate. The “Prime Rate” is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

17. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$75,000, based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

18. As provided in Newfield's Engineering Exhibits 1A, 2B, 3C, and 4D, respectively, the projected ultimate cost of drilling and completing each Subject Well is as follows: (1) Mullins #11-14-3-2W Well, \$5,180,962; (2) LeJeune #1-17-3-2WH Well, \$10,305,881; (3) Morrill #4-23-3-2WH Well, \$6,868,401; and (4) Ute Tribal #3-17-3-3WH Well, \$9,550,440, each based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.

19. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.

20. The A.A.P.L. Form 610-1989 Model Form Operating Agreement introduced into evidence and admitted to the record at the hearing as Land Exhibit 6 (JOA), is a standard form of operating agreement, which contains fair and reasonable terms and conditions that are commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions appropriate to govern the relationship between Newfield, as the Operator of the drilling units comprising the Subject Lands and the Subject Wells, and the Consenting and Nonconsenting Owners to the extent those provisions are consistent with the Board's Order and address issues not expressly addressed in the Board's Order.

21. Newfield's evidence established that the risks and costs of drilling and completing each Subject Well support the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is just, fair, and appropriate.

22. The Board voted unanimously to approve Newfield's Request.

### **CONCLUSIONS OF LAW**

1. Due and regular notice of the time, place, and purposes of the January 15, 2014 hearing and the Board's regularly scheduled January 22, 2014 hearing was given to all

interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request regarding the force pooling of the mineral interests and working interests of the Nonconsenting Owners in the Lower Green River-Wasatch formations beneath the Subject Lands, as provided herein.

4. Declaring the Subject Wells as the authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

5. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting the Request.

6. Newfield properly served all mineral interest and working interest owners having legally protected interests, and thereby entitled to notice, by either mailing copies of the Request to those owners or by serving such notice by publication.

7. The Nonconsenting Owners are deemed “nonconsenting owners,” as that term is defined in Section 40-6-2(11) of the Utah Code as relating to the applicable Subject Wells, and are properly deemed to have refused to agree to bear their respective proportionate share of the costs of drilling and operation of such wells as provided in U.A.C. Rule R649-2-9(1).

8. Newfield, as Operator and on behalf of itself, Crescent Point, BBC, C-Wall, Broughton, Croff, and QEP are deemed “consenting owners,” as that term is defined in Section 40-6-2(4) of the Utah Code, as relating to the applicable Subject Wells.

9. The personalized Published Notice to the Unlocatable Nonconsenting Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in the drilling of the Subject Wells.

10. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.

11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.

12. The Request and evidence adduced at the January 15, 2014 hearing establish the need for forced pooling upon terms that are just and reasonable.

13. Given the Indian owned minerals in portions of the Subject Lands, communitization agreements are required to create proration units in those sections conforming to the Orders in Causes Nos. 131-51, 139-8, and 139-90. An order force pooling the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands is required in order for Newfield and the other consenting parties to receive approval of communitization agreements by the appropriate Federal agencies pursuant to Federal regulatory guidelines.

14. Pooling the applicable interests of all Consenting Owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners to their just and equitable shares of the pool in the Lower Green River-Wasatch formations.

15. The forced pooling of: (1) Barbara Y. Clarke's; the heirs/devisees of Eleanor Stein's, including Andrew Stein's; and Elizabeth O'Neal's interests in the drilling unit comprising

subject Section 14; (2) Elizabeth O'Neal's interests in the drilling unit comprising subject Section 17 (T3S-R2W); (3) the heirs/devisees of James Dalglish's, the heirs/devisees of Enoch D. Lewis's, including without limitation, the heirs of Jeri Ann Gustafson's, including without limitation, Melanie Widerburg-Zucker's; Bessie Chatwin's; the heirs of Ira N. Corey's; and Vivian Marie Jones and Marla Jackson's interests in the drilling unit comprising subject Section 23; and (4) BSNR Raptor, LP's interests in the drilling unit comprising subject Section 17 (T3S-R3W) to the dates of first production for the Subject Well completed as a producing well in such drilling units (*i.e.*, for Section 14, May 26, 2012; for Section 17 (T3S-R2W), August 23, 2013; for Section 23, November 19, 2012; and for Section 17 (T3S-R3W), the date first production from the Ute Tribal # 3-17-3-3WH Well commences), under the terms and conditions set forth in this Order is just and reasonable, and insures all parties will receive their fair and equitable share of production from the Subject Wells.

16. Pursuant to U.A.C. Rule R641-108-204, the Hearing Examiner and the Board may take official notice of the Landman's Affidavit identified in Finding of Fact No. 6, Proofs of Publication and Affidavit of Publication as identified in Finding of Fact No. 11, and the facts regarding Melanie Widerburg-Zucker as identified in Finding of Fact No. 10.

### **ORDER**

Based upon the Request, the testimony and evidence submitted and entered at the Hearing Examiner's January 15, 2014 hearing, and the findings of fact and conclusions of law as stated above, it is therefore ordered that:

1. Newfield's Request seeking forced pooling of the Nonconsenting Owners as identified in Finding of Fact No. 13 herein in the Lower Green River and Wasatch formations, as defined herein, beneath the Subject Lands is granted.

2. The Subject Wells as described in Finding of Fact No. 5 herein are hereby designated as the authorized wells for the drilling and spacing units comprising the Subject Lands established by the Orders in Causes No. 131-51, 139-8, and 139-90 (the "Prior Orders").

3. Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; and Elizabeth O'Neal with respect to subject Section 14; Elizabeth O'Neal with respect to subject Section 17 (T3S-R2W); the heirs/devisees of James Dalglish; the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, Bessie Chatwin, the heirs/devisees of Ira N. Corey, and Vivian Marie Jones and Marla Jackson with respect to subject Section 23; and BSNR with respect to subject Section 17 (T3S-R3W) are "Nonconsenting Owners" as such term is defined in Section 40-6-2(11) of the Utah Code.

4. Newfield and Crescent Point with respect to Section 14; Newfield, Crescent Point, and BBC with respect to Section 17 (T3S-R2W); Newfield, Crescent Point, and C-Wall with respect to Section 23; and Newfield, Crescent Point, Broughton, Croff, and QEP with respect to Section 17 (T3S-R3W) are "Consenting Owners" as that term is defined in Section 40-6-2(4) of the Utah Code.

5. Operations incident to the drilling of a designated unit well upon any part of a drilling unit comprising the Subject Lands established by the Prior Orders shall be deemed for all purposes to be operations upon each separately owned tract in the drilling unit.

6. The portion of production allocated or applicable to a separately owned tract within any drilling unit comprising the Subject Lands established by the Prior Orders shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.

7. The interests of all parties in this Cause subject to the jurisdiction of the Board, specifically including each Nonconsenting Owner, are pooled effective as of the date of first production for the first Subject Well completed as a producing well in the applicable drilling unit; specifically, (1) with respect to subject Section 14, May 26, 2012 (the date of first production of the Mullins #11-14-3-2W Well); (2) with respect to subject Section 17 (T3S-R-2W), August 23, 2013 (the date of first production of the LeJeune #1-17-3-2WH Well); (3) with respect to subject Section 23, November 19, 2012 (the date of first production of the Morrill #4-23-3-2WH Well; and (4) with respect to subject Section 17 (T3S-R3W), a date following the entry of this Order upon which production from the Ute Tribal #3-17-3-3WH Well is first commenced.

8. Each owner of an interest within a drilling unit comprising the Subject Lands shall pay his allocated share of the costs incurred in drilling and operating an applicable Subject Well, including, but not limited to, the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, storage facilities, reasonable charges for administration and supervision of operations, and other costs customarily incurred in the industry, the accounting for which shall be governed by the terms of the JOA.

9. Each Nonconsenting Owner's interest in a Subject Well shall be deemed relinquished to the applicable Consenting Owners in such well during the period of payout for the well as provided in Utah Code Ann. §§ 40-6-6.5(4)(b) and -6.5(8).

10. During such payout period for the Mullins #11-14-3-2W Well, Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; and Elizabeth O'Neal shall each receive as a Nonconsenting Owner a 17.037021% royalty; for the payout period for the LeJeune #1-17-3-2WH Well, Elizabeth O'Neal shall receive as a Nonconsenting Owner a 16.709253% royalty; for the payout period for the Morrill #4-23-3-2WH



Well, the heirs/devisees of James Dagleish; the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker, Bessie Chatwin, the heirs/devisees of Ira N. Corey, and Vivian Marie Jones and Marla Jackson, as joint tenants, shall each receive as a Nonconsenting Owner an 18.496626% royalty; for the Ute Tribal #3-17-3-3WH Well, BSNR shall receive as a Nonconsenting Owner an 18.487230% royalty as the landowner's royalty attributable to the drilling and spacing units comprising subject Sections 14, 17 (T3S-R2W), 23, and 17 (T3S-R3W). The landowner's royalty shall be paid to such Nonconsenting Owners until such time as the applicable Nonconsenting Owners' shares of costs, the 300% nonconsent penalty, and applicable interest charges have been fully recouped from the applicable Subject Wells, as provided in Utah Code Ann. § 40-6-6.5 and in this Order.

11. Newfield, as Operator of a Subject Well, shall furnish each Nonconsenting Owner owning an interest in the applicable Subject Well with a monthly statement regarding the Subject Well specifying: (i) the costs incurred; (ii) the quantity of oil or gas produced; and (iii) the amount of oil and gas proceeds realized from the sale of the production during the preceding month.

12. Payout occurs when the Consenting Owners who participate in the costs of drilling and completing a Subject Well in a drilling unit recoup from the Nonconsenting Owners the costs and expenses of drilling and completing each applicable Subject Well, together with the nonconsent penalty and interest, as provided for herein and under Utah Code Ann. § 40-6-6.5(4)(d).

13. The interest rate as permitted by Utah Code Ann. § 40-6-6.5(4)(d)(iii) is set to the prime rate, as set by Wells Fargo Bank in Salt Lake City, plus 2%, or if Wells Fargo Bank ceases to exist or to report a prime rate, then the prime rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

14. Each applicable Nonconsenting Owner shall pay its proportionate share of the net costs of plugging and abandoning each applicable Subject Well, which will be and is \$75,000 per well.

15. In calculating the division of interest for each Nonconsenting Owner, the landowner's royalty shall be proportionately reduced in the ratio that the Nonconsenting Owner's interest bears to (a) the total interest in the tract and (b) further reduced in the ratio that the tract acres bear to the total acreage in the drilling unit.

16. When the applicable Consenting Owners have recovered from the production from a Subject Well the applicable Nonconsenting Owners' share of the costs of locating, drilling, completing and other costs as provided in Utah Code Ann. § 40-6-6.5(4)(d) for the well together with the nonconsent penalty as provided herein, the applicable Nonconsenting Owners' relinquished interest shall automatically revert to it, and the Nonconsenting Owner shall from that time forward own the same interest in the pertinent Subject Well and the production from it, and shall be liable for further costs of operation, as if such owner had participated in the initial drilling and completion operations. Costs of operations after payout attributable to a Nonconsenting Owner shall be paid out of production.

17. Under any circumstances where a Nonconsenting Owner has relinquished its share of production to the applicable Consenting Owners or at any time fails to take its share of production in-kind when it is entitled to do so, the Nonconsenting Owner is entitled to an accounting of the oil and gas proceeds applicable to its relinquished share of production; and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of costs.

18. The terms and conditions of the JOA as identified in Finding of Fact No. 20 herein shall control the relationship of the Consenting Owners and Nonconsenting Owners as to all matters not expressly identified in this Order and to the extent they are not inconsistent with this Order. In the event any of the terms of the JOA shall conflict with the terms of this Order or Utah Code Ann. § 40-6-6.5, the terms of the statute or this Order, as applicable, shall control.

19. Pursuant to U.A.C. Rules R641 and Utah Code Ann. §§ 63G-4-204 to -208, the Board has considered and decided this matter as a formal adjudication.

20. This Findings of Fact, Conclusions of Law, and Order (“Order”) is based exclusively on evidence of record in the adjudicative proceedings or on facts officially noted, and constitutes the signed written order stating the Board’s decision and the reasons for the decision, all as required by the Utah Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and U.A.C. Rule R641-109.

21. Notice re Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: The Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order is issued. Utah Code Ann. §§ 63G-4-401(3)(a) and -403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled “Agency Review—Reconsideration,” provides:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Id. The Board also hereby notifies the parties that Utah Administrative Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of that month.

Id. See Utah Admin. Code R641-110-200 for the required contents of a petition for rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

22. The Board retains continuing jurisdiction over all the parties and over the subject matter of this Cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this Order by the Utah Supreme Court.

23. For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 28th day of February, 2014.

STATE OF UTAH  
BOARD OF OIL, GAS AND MINING

By   
Ruland J. Gill, Jr., Chairman

## **CERTIFICATE OF MAILING**

I hereby certify that on this 28th day of February, 2014, I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER**, for Docket No. 2014-006, Cause No. 139-114, to be served via Email or U.S. Mail, properly addressed with postage prepaid, upon each of the following:

Van Cott, Bagley, Cornwall & McCarthy  
Thomas W. Clawson  
36 South State Street, Suite 1900  
Salt Lake City, Utah 84111

Newfield Production Company  
Attention: Kenneth Harris  
1001 Seventeenth Street, Suite 2000  
Denver, Colorado 80202

Michael S. Johnson  
Assistant Attorney General  
Utah Board of Oil, Gas and Mining  
1594 West North Temple, Suite 300  
Salt Lake City, Utah 84116  
**[Via Email]**

Steven F. Alder  
Assistant Attorney General  
Utah Board of Oil, Gas and Mining  
1594 West North Temple, Suite 300  
Salt Lake City, Utah 84116  
**[Via Email]**

**Morrill 4-23-3-2WH**

Alan T. Rains Jr.  
301 N. Quaker Lane  
Alexandria, VA 22304

Alayne R. Watson  
602 Harbor Blvd., # 104  
Destin, FL 32541

Allan Larson  
24325 Barn Owl CT.  
Salinas, CA 93908-9350

Ann Evans  
1433 N 400 W  
Centerville, UT 84014-1127

Antelope ORRI, LLC  
2441 High Timbers, Suite 120  
The Woodlands, TX 77380

Arnold Lewis  
15 Winthrop Ave, Apt 123  
Ayer, MA 01432-1900

Benjamin Wilkerson  
29209 W. Tucker Prairie Rd  
Edwall, WA 99008-9612  
**[Undeliverable]**

Betty Lou Monds  
1647 N Sonoran Dr.  
Saint George, UT 84770-5998  
**[Undeliverable]**

Bill Betz  
1302 Conklin Meadows Rd  
Newport, WA 99156-9193

Bobby Marie Wilde  
254 N 1<sup>st</sup> St.  
Tooele, UT 84074

Carl Miles Hatch  
19422 Joanleigh Drive  
Spring, TX 77388

Carolyn Smith  
1305 W 1400 N  
Mapleton, UT 84664-3522

Clinton Morrill  
PO Box 223  
Dinosaur, CO 81610-0223

Dale C and Miriam E Billman Rev Tr  
Miriam Billman Sole TTEE  
1120 E. Davis Dr., Apt D736  
Terre Haute, IN 47802-4057

Deborah Monks  
36823 S M. Bar J Ranch Rd.  
Marana, AZ 85658-8411

Earl Hardinger  
236 Talbot Dr.  
Grand Junction, CO 81503

Eric Schoonveld  
200 S Wacker Dr., Ste. 3300  
Chicago, IL 60606-5816

Fern Wilkerson Mecham  
General Delivery  
Ogden, UT 84401-9999  
[Undeliverable]

Brent Dean Hatch  
3012 E. Lakewood Street  
Mesa, AZ 85213

Caroline Thomas  
PR of Eunice Wilkerson Estate  
9804 S Alta View Ct.  
Sandy, UT 84070-3228

Carrie Nicole Wilkerson  
aka Cerry Wilkerson  
1111 N 125 E  
Harrisville, UT 84404-4084

Dale A. Smith  
192 N. 100 E.  
Farmington, UT 84025-3524

Debbie Zeller Reifer  
aka Deborah Reifer  
5308 Marden Dr.  
Davis, CA 95618-7204

Dillman Family LLC  
3206 Old Mill Circle  
Cottonwood Heights, UT 84121

Elton G Quick and  
Adelita Quick  
380 S Perry St.  
Denver, CO 80219-2555

Evelyn Wilkerson  
14300 66th St N Lot 300  
Clearwater, FL 33764-7268  
[Address updated 12/18/2013]

Frank L Adams Trust  
Afton Hadden, Trustee  
956 Burro Way  
Saratoga Springs, UT 84045-5477  
[Undeliverable]

Gloria Lamb  
PO Box 292  
Myton, UT 84052

Heirs of Dr. Richard Paull  
c/o Julie Ann Paull  
1431 Three Fountains Drive  
Idaho Falls, ID 83404

Heirs of Phyllis Stanger  
c/o Marsha R. Stanger  
130 Arden Drive  
Idaho Falls, ID 83404

James E Anderson  
15304 Willowbrook Ln  
Morrison, CO 80465-2243

Jerry Antonetti and  
Delia Antonetti  
PO Box 91  
South Dos Palos, CA 93665-0091

Joseph Ray Hatch  
6721 Field Street  
Arvada, CO 80004

Kennard William Wilkerson  
1455 Lakeview-Arrow Creek Rd  
RR 9  
Arrow Creek BC VOB 1G9, BC

Legends Exploration, L.P.  
5851 San Felipe St, Ste. 760  
Houston, TX 77057-8015

Linda Sue Hatch Sessions  
32558 Vista Lake Road  
Greeley, CO 80631

Mark Betz  
2313 Conklin Meadows Rd  
Newport, WA 99156-9113

Haydon C Cooper  
PO Box 218  
Myton, UT 84052

Heirs of Ira N. Corey  
195 W. 13<sup>th</sup>  
Idaho Falls, ID 83401  
**[Undeliverable]**

Helen Wilkerson  
85 N. 400 W.  
Roosevelt, UT 84066-2729

Jason Hardinger  
PO Box 871  
Richfield, UT 84701

John Bouzek  
407 E. 300 S  
Salt Lake City, UT 84111-2606

Keystone Oil & Gas LLC  
950 S Garfield St  
Denver, CO 80209-5006

Leland M Mendelson  
865 Hayne Rd  
Hillsborough, CA 94010-7049

Lorine Vivian Ehlers Lewis Estate  
Glenn Scott Lewis General PR  
7950 S Lincoln St, Ste. 108  
Littleton, CO 80122

Mark Bouzek  
1617 Columbia St.  
Houston, TX 77008-4307

Melanie Widerburg-Zucker  
2036 E 3100 S  
Salt Lake City, UT 84109  
**[Undeliverable]**



Mary A. Brown  
4556 S Suncrest Dr.  
Salt Lake City, UT 84117-4317

Michael E. Zeller  
135 Newton Road  
Woodbridge, CT 06525

Nancy O'Neill  
3151 Miles Rd.  
Rice, WA 99167-9750

Newfield Production Company  
1001 Seventeenth Street, Suite 2000  
Denver, CO 80202

Patricia Zeller Fischer  
750 Weaver Dairy Rd, Apt 2214  
Chapel Hill, NC 27514-1443

Penny Beutler  
395 Edgewood Dr.  
Providence, UT 84332

Richard and Laura Waldsmith  
746 South Central  
Los Angeles, CA 90021  
**[Undeliverable]**

Ronald K. Morrill  
722 E 2750 N  
Ogden, UT 84414-2440

Ruth Groom  
285 N 2<sup>nd</sup> W  
Rigby, ID 83442-1364

Shirley Starkey  
4614 E Indianapolis Ave  
Fresno, CA 93726-2803

Nancy Lee Hatch Collard  
3353 E Gemini Ct  
Chandler, AZ 85249-5556  
**[Address updated 12/31/2013]**

Ned MacArthur Wilkerson  
PO Box 1030  
Roosevelt, UT 84066  
**[Undeliverable]**

Noland Morrill  
291 E 600 S, # 26-8  
Roosevelt, UT 84066-3307

Pattie M Reed  
PO Box 146  
Myton, UT 84052-0146

Penny Calvert  
202 Eastwood Drive  
Lexington, NC 27295

Robert Dean Wilkerson  
229 McDonald Creek Rd  
Blanchard, ID 83804  
**[Address updated 12/18/2013]**

Rulen Gene Larson  
439 Comanche Way  
Salinas, CA 93906-2619

Shirley Jeanne Crawley  
11335 N 5710 W  
Highland, UT 84003-9044

Rebecca Morrill  
4615 E Indianapolis Ave  
Fresno, CA 93726-2804  
**[Undeliverable]**

Ted Scott Monks  
367 E 500 S  
Ivins, UT 84738-5027

Susan Kay Hatch Onnen  
4896 Firethorne Drive  
Jackson, MI 49201

Teresa Lynn Styers  
202 Eastwood Drive  
Lexington, NC 27295

Thayne Andelin Smith  
51 W Center St  
Orem, UT 84057-4605

Toni Andelin Smith  
606 W Caballero Cir  
Mesa, AZ 85201-5643

Ute Distribution Corporation  
PO Box 696  
Roosevelt, UT 84066

V John Morrill and  
Debra Morrill  
5464 Tip Top Rd  
Mariposa, CA 95338-9609

Vivian Marie Jones and Marla Jackson  
Route 3 Box 3487  
Myton, UT 84052

Wendy McGrew  
4610 W 34<sup>th</sup> Ave  
Spokane, WA 99224-5017

Kathleen Cooper  
PO Box 337  
Myton, UT 84052

Lewis Cooper  
PO Box 218  
Myton, UT 84052

Terry Betz  
1070 Harmony Dr.  
Blackfoot, ID 83221-1888

Toby Anderson  
1901 Oakway Drive  
Richmond, VA 23238  
**[Undeliverable]**

Tracy Monks  
PO Box 219  
Neola, UT 84053  
**[Address updated 12/23/2013]**

Ute Tribe of Uintah and Ouray Indian  
Reservation  
PO Box 190  
Ft. Duchesne, UT 84026  
**[Address updated 12/23/2013]**

Vernon John Morrill  
5464 Tip Top Rd  
Mariposa, CA 95338-9609

Wendy Betz Clawdus  
1106 Astor Way  
Pasco, WA 99301-3570

Sallie Cooper  
239 Ashbrook Circle  
Midvale, UT 84047

Danny Lee Cooper  
645 E 300 N  
Roosevelt, UT 84066

Bettie Daniels  
707 W 850 S  
Woods Cross, UT 84087

Joe Gustafson  
674 16<sup>th</sup> Ave  
Salt Lake City, UT 84103

Arnold Cooper  
1230 W 1500 N  
Mapleton, UT 84664

Judy Weber  
30 South 200 East  
Richfield, UT 84701

MJM Myton, LLC  
5054 Knollcrest Street  
Murray, UT 84107  
**[Undeliverable]**

Barbara Bird  
RT 3 Box 3025  
Roosevelt, UT 84066  
**[Undeliverable]**

Vickie Lott  
5912 Red Zinc Dr.  
Salt Lake City, UT 84115

Lydia Greenwald  
630 Hunter Creek Drive  
Grand Junction, CO 81505

Bessie Chatwin  
Box 310  
Myton, UT 84052  
**[Undeliverable]**

C-Wall Investment Co. LP  
685 Escalante Drive  
St. George, UT 84790

OMB Royalties II LLC  
410 17<sup>th</sup> St., Ste. 1150  
Denver, CO 80202

Alan T Rains Jr.  
301 N Quaker Lane  
Alexandria, VA 22304

Stella Nielson  
1739 West 750 South  
Vernal, UT 84078

Scott Adams  
RT. 1 Box 1396  
Roosevelt, UT 84401

Brenda Allmon  
RT 3 Box 3005  
Roosevelt, UT 84066  
**[Undeliverable]**

Henry Harley Frisinger Jr.  
204 W. Hackney Rd.  
Greer, SC 29650

Heirs of James Dagleish  
Unlocatable

Cathy Lynn Wilkerson Thompson  
PO Box 1957  
Carlin, NV 89822  
**[Undeliverable]**

Crescent Point Energy  
555 17<sup>th</sup> Street  
Denver, CO 80202

**Mullins 11-14-3-2W**

Alarik Myrin and  
Beth Myrin  
HC 65 Box 30  
Altamont, UT 84001-9703

Allan Larson  
24325 Barn Owl Ct.  
Salinas, CA 93908-9350

Alayne Watson Capshaw  
602 Harbor Blvd., #104  
Destin, FL 32541

Andrew Stein  
Unlocatable

Antelope ORRI, LLC  
2441 High Timbers, Suite 120  
The Woodlands, TX 77380

Barbara Y. Clarke  
Unlocatable

Brent Dean Hatch  
3012 E. Lakewood Street  
Mesa, AZ 85213

Bruce Dart Trust  
Bruce Dart and Chona P Dart TTEES  
RR 2 Box 2044  
Roosevelt, UT 84066-4714

Carl Miles Hatch  
19422 JoanLeigh Drive  
Spring, TX 77388

Carolyn Smith  
354 E 500 S  
American Fork, UT 84003  
**[Address updated 12/23/2013]**

Charles Beynon  
3203 S 4000 E  
Vernal, UT 84708-9241

Christopher Thurman Shugart  
Flat 15, 7 Elm Park Gardens  
London SW 10 9QG  
United Kingdom

Ana L Peterson  
AKA Anna Louise Walker  
109 E South Temple, Apt 2C  
Salt Lake City, UT 84111-1105

Arnold Lewis  
15 Winthrop Ave, Apt 123  
Ayer, MA 01432-1900

Beynon Farms Inc.  
3203 S 4000 E  
Vernal, UT 84078-9241

Brent Springer and  
Siuman Springer  
6322 S Clara Dr.  
Taylorsville, UT 84129-7245

Bruce Dart Trust  
Bruce and Chona P Dart TTEES  
RR 2 Box 2044  
Roosevelt, UT 84066-4717

Carol Whitley Anderson  
1634 Transwest Dr  
Sandy, UT 84092

Chad Earl Mullins  
2021 E Lincoln Cir.  
Salt Lake City, UT 84124-1708

Bruce Dart Trust  
Bruce and Chona P Dart TTEES  
RR 2 Box 2044  
Roosevelt, UT 84066-4717

City Of Myton  
PO Box 185  
Myton, UT 84052

Dale C and Miriam E. Billerman REV TR  
Miriam Billman Sole TTEE  
1120 E Davis Dr., Apt D736  
Terre Haute, IN 47802-4057

Dale A Smith  
192 N 100 E  
Farmington, UT 84025-3524

Dale Springer  
7299 E 1450 N  
Huntsville, UT 84317

David Pitts  
1540 Ivey Terrance  
Cumming, GA 30041

Debbie Zeller Reifer  
AKA Deborah Reifer  
5308 Marden Dr.  
Davis, CA 95618-7204

Dillman Family LLC  
3206 Old Mill Circle  
Cottonwood Heights, UT 84121

Elizabeth O'Neil  
Unlocatable

Geoffrey Monroe Morton  
37767 Polson Road  
Crawford, CO 81415

Geraldine S Paulsen  
40 Juniper Mobile Est  
Sequim, WA 98382

Harold W Deller and  
Margaret A Deller  
447 Ridgeview Dr.  
St. George, UT 84770

Heirs of Richard Paull  
c/o Julie Ann Paull  
1431 Three Fountains Drive  
Idaho Falls, ID 83404

David K Shelton  
9300 N Sunset Dr.  
Pocatello, ID 83201

David Sutton Christensen  
1300 Army Navy Drive, #505  
Arlington, VA 22202

Diane Babcock  
10876 Saddlebrook Cir.  
South Jordan, UT 84095

Dorothy C. Mullins  
1288 3<sup>rd</sup> Ave.  
Salt Lake City, UT 84103

Frank O Fannesbeck Family Trust  
Frank O Fannesbeck Trustee  
2300 S 20<sup>th</sup> E  
Salt Lake City, UT 84106

George Henry Whitley III  
3700 River Valley Dr.  
Ogden, UT 84405

Glenna Jean Brotherson Trust  
Phillip Blain Brotherson and Glenna Jean  
Brotherson TTEES  
RR 2 Box 2181  
Roosevelt, UT 84066-9212

Haydon C Cooper  
PO Box 218  
Myton, UT 84052

Bill Betz  
1302 Conklin Meadow Road  
Newport, WA 99156

Nancy O'Neill  
3151 Miles Rd.  
Rice, WA 99167-9750

Terry Betz  
1070 Harmony Dr  
Blackfoot, ID 83221-1888

Mark Betz  
2313 Conklin Meadows Rd  
Newport, WA 99156-9113

Ira N Corey Trust  
Richard I Corey Trustee  
3241 Bell Canyon RD  
Sandy, UT 84092

Jack D Close  
4153 Ridgecrest Dr.  
Las Vegas, NV 89121

Jay R. Pope  
80 North 100 West  
American Fork, UT 84003

Jerry R Springer Living Rev TR  
Jerry R Springer Trustee  
PO Box 963  
Midway, UT 84049

John C Jones  
PO Box 187  
Kaysville, UT 84037-0187

John M. Pitts  
5135 East Marita Lane, #A  
Anaheim, CA 92807

Joyce Aubrey Living Trust  
Joyce Aubrey TTEE  
814 SE 380<sup>th</sup> CT  
Washougal, WA 98671

Kent P Nelson  
858 Walnut Ave  
Provo, UT 84604

Wendy Betz Clawdus  
1106 Astor Way  
Pasco, WA 99301-3570

J Deon Springer  
521 E 450 S  
Santaquin, UT 84655

James E Anderson  
15304 Willowbrook Ln  
Morrison, CO 80465-2243

Jeneil Whitley Powell  
1780 Mantle Ave  
Salt Lake City, UT 84129

Joseph S. Stein  
1402 Spring Way  
Berkeley, CA 94708

John Jay Springer  
2513 Montbello Dr.  
Sandy, UT 84092

Joseph Ray Hatch  
6721 Field Street  
Arvada, CO 80004

Judy Cowan and  
Carol Sebaske Co PRS  
1408 Memory Ln, #417-6  
Roosevelt, UT 84066-2229  
**[Undeliverable]**

Keystone Oil & Gas LLC  
950 S Garfield St  
Denver, CO 80209-5006

Laura Hauck  
1993 W Ranch Rd  
Farmington, UT 84025  
**[Address updated 12/18/2013]**

Kristine Heath  
270 E 1620 N  
Orem, UT 84057-2294

Laurel S Cottam  
459 E 200 N  
Springville, UT 84663-1513

Leland M Mendelson  
865 Hayne Rd.  
Hillsborough, CA 94010-7049

Lydia S Anderson  
16845 S Vista Ave  
Kuna, ID 83634

John and Marsha Stranger Trust  
Marsha R Stranger  
130 Arden Dr.  
Idaho Falls, ID 83404

Mary A Brown  
4556 S Suncrest Dr.  
Salt Lake City, UT 84117-4317

Melvin D Close Jr.  
Trustee of the Melvin C Close Jr Trust  
2124 Redbird Drive  
Las Vegas, NV 89134

Nancy Fowler  
2708 Majestic Ridge Circle  
Salt Lake City, UT 84121

Newfield Production Company  
1001 Seventeenth Street, Suite 2000  
Denver, Co 80202

OMB Royalties II LLC  
410 17<sup>th</sup> St., Ste. 1150  
Denver, CO 80202

Legends Exploration, L.P.  
5851 San Felipe St., Ste. 760  
Houston, TX 77057-8015

Linda Sue Hatch Sessions  
32558 Vista Lake Road  
Greeley, CO 80631

Mandy Brenchley  
1297 S Fox Pointe Dr.  
Kaysville, UT 84037-4070

Mark A and Marian Smith TR UTD 4/16/12  
Marian Smith or her Succs TTEE  
9023 S Waters Circle  
Sandy, UT 84093

Melinda Wennergren  
1398 E 900 S  
Salt Lake City, UT 84105

Michael E Zeller  
135 Newton Rd  
Woodbridge, CT 06525-1534

Nancy Lee Hatch Collard  
3881 Clearfield Lane  
Idaho Falls, ID 83406

Noel Leavitt  
10043 S Lindsay Wood Lane  
Sandy, UT 84092

Pamela Jane Morton,  
FKA Pamela S. Johnson  
14628 Kestrel Place NE  
Paulsbo, WA 98370

Patricia Zeller Fischer  
750 Weaver Dairy Rd, Apt. 2214  
Chapel Hill, NC 27514-1443

Patricia A Close  
3734 Mount Crest Drive  
Las Vegas, NV 89121

Paul G. King  
505 La Verne  
Aptos, CA 95003

Ralph Dart Trust  
Ralph and Susan Sprouse Dart TTEES  
PO Box 988  
Vernal, UT 84078

Richard O Nelson  
7760 S Brighton Way  
Salt Lake City, UT 84121

Roger Lee Dart and  
Lorette Dart Joint Tenants  
1471 W Memory Lane, #417-10  
Roosevelt, UT 84066

Ruth Groom  
285 N 2<sup>nd</sup> W  
Rigby, ID 83442-1364

Sherman D Rideout Estate  
3634 Capstone Ave  
Salt Lake City, UT 84121

Shirley Jeanne Crawley  
11335 N 5710 W  
Highland, UT 84003-9044

Springer Family Trust UTD 5/6/03  
David Lowell Springer or his Succs TTEE  
1191 N 1450 West  
Provo, UT 84604

Peter J Snow  
1529 Catron Se Ave  
Albuquerque, NM 87123

Rasmussen Family Trust  
Saundra L Rasmussen TTEE  
1371 E 600 N  
Bountiful, UT 84010

Richard Y Thurman  
1320 East 500 South, #1405  
Salt Lake City, UT 84102

Rulen Gene Larson  
439 Comanche Way  
Salinas, CA 93906-2619

Sally Thurman Ware  
3093 Cherise Circle  
Salt Lake City, UT 84106

Sheron Kallerud Flaster  
aka Sharon Kallerud Flaster  
12668 Headwater Cirdle  
Wellington, FL 33414

Springer Family Trust 10/16/09  
Russell F Springer or his Succs TTEE  
634 S 200 W  
Orem, UT 84058

Stephanie Webber  
3837 E 22 N  
Rigby, ID 83442

Susan Christensen  
2630 S 256<sup>th</sup> Street, Apt. L303  
Kent, WA 98032



Steven Harold Christensen  
8202 Racepoint Dr Unit 104  
Huntington Bch, CA 92646-8534  
**[Address updated 12/18/2013]**

Susan Kay Hatch Onnen  
4896 Firethorne Drive  
Jackson, MI 49201

Thayne Andelin Smith  
51 W Center St  
Orem, UT 84057-4605

Utah State Road Commission Utah  
Division of Forestry, Fire and State  
1594 W North Temple, Suite 3520  
Salt Lake City, UT 84114

Ute Tribe of Uintah and Ouray Indian  
Reservation  
910 South 7500 East  
Ft. Duchesne, UT 84026

Vernon W Jones  
PO Box 422  
Price, UT 84501-0422

Walter Thurman  
215 W Park Dr.  
Raleigh, NC 27605

Wegener Family Trust  
Anthony A and Kathleen L O Wegener  
1766 E 1140 N  
Logan, UT 84341

Wytotex Oil Company  
5360 S Marshall Street  
Littleton, CO 80123

Susan Thurman Hart  
aka Sura Hart  
PO Box 31538  
Seattle, WA 98103

Toni Andelin Smith  
606 W Caballero Cir  
Mesa, AZ 85201-5643

Ute Distribution Corporation  
PO Box 696  
Roosevelt, UT 84066

Verla L Larson  
4474 Thornwood  
Murray, UT 84123

Walter Duane Jones  
2550 S Ellsworth Rd Unit 626  
Mesa, AZ 85209-2471  
**[Address updated 12/23/2013]**

Wayne C and Norma W Close LLC  
c/o David Wayne Close  
201 W 1400 S  
Orem, UT 84058

Worsley Family Trust  
Adele W Parkinson Trustee  
2162 Arbor Lane  
Salt Lake City, UT 84117  
**[Undeliverable]**

Sallie Cooper  
239 Ashbrook Circle  
Midvale, UT 84047

Danny Lee Cooper  
645 E 300 N  
Roosevelt, UT 84066

Kathleen Cooper  
PO Box 337  
Myton, UT 84052

Lewis Cooper  
PO Box 218  
Myton, UT 84052

Arnold Cooper  
1230 W 1500 N  
Mapleton, UT 84664

Hope M. Cocherell  
13628 Alcade St., Unit 99  
La Puente, CA 91746

Fern Mecham  
General Delivery  
Ogden, UT 84401  
[Undeliverable]

Crescent Point Energy  
555 17<sup>th</sup> Street  
Denver, CO 80202

Newfield Production Company  
1001 Seventeenth Street, Suite 2000  
Denver, CO 80202

Crescent Point Energy U S Corp  
555 17<sup>th</sup> St., Ste. 750  
Denver, CO 80202-3905

Melvin D Close Jr.  
Trustee of the Melvin C Close Jr. Trust Number  
R-101  
2124 Redbird Drive  
Las Vegas, NV 89134

Ute Indian Tribe  
PO Box 70  
Fort Duchesne, UT 84026

Bettie Daniels  
707 W 850 S  
Woods Cross, UT 84087

Joe Gustafson  
674 16<sup>th</sup> Ave  
Salt Lake City, UT 84103

Mary Minty Dirckx  
1133 Morningside Dr.  
Claremont, CA 91711

Janine Lawrence  
PO Box 731031  
Puyallup, WA 98373

**LeJeune 1-17-3-2WH**

Bill Barrett Corporation  
Attn: Huntington T. Walker  
1099 18<sup>th</sup> Street, Ste. 2300  
Denver, CO 80202

Jack and Gaylee Close Trust R-501  
Jack and Gaylee Close TTEES  
4153 Ridgecrest Dr.  
Las Vegas, NV 89121-4949

BIA Uintah and Ouray Agency  
For Ute Distribution Corporation  
94 North 200 East  
Roosevelt, UT 84066

La Rae W Poe  
68645 Canal Ln  
Bordman, OR 97818

Nileen Fullerton  
404 N Coolidge Ave  
Casa Grande, AZ 85122-4624

Betty Lee Smith  
21407 W Baker Rd.  
Cheney, WA 99004

Marilyn K Young  
1271 East 4130 South  
Salt Lake City, Utah 84124

Richard D Young  
906 American Beauty Drive  
Salt Lake City, UT 84116-2119

Judy C Peterson  
Box 178  
Jensen, UT 84035

Dillman Family LLC  
3206 Old Mill Circle  
Cottonwood Heights, UT 84121

Nancy Jones  
1423 C Street  
Eureka, CA 95501

Eric Lee Neilson  
4631 S Westview Dr.  
Salt Lake City, UT 84124

Marimon-Johnson Fam Tr DTD 11/23/05  
Nancy Martin, R Johnson co-Tres  
750 Weaver dairy Rd., #150  
Chapel Hill, NC 27541

Helen Frances A Sam  
Sherrie S Rikard, AIF  
PO Box 351  
University, MS 38677

Melita K Guy  
27 Terama St.  
Bilgola NSW 2107  
Australia, NS

Rae Jeree Schulte  
2402 Woodlawn Ave.  
Boise, ID 83702-3852

Sarah M Coe Trust  
Mary C Stout, Trustee  
2914 Luana Drive  
Oceanside, CA 92056

Clifford R Hawkeswood  
4902 Rumac St SE  
Olympia, WA 98513-4562

Jacqueline Dunigan  
8493 Hawthorne St.  
Rancho Cucamonga, CA 91701-4544

Theodora Jane Cocagne  
1326 E Castlecrest Dr.  
ViSalia, CA 93292

Ashley Higginson  
249 Bernhardt Street  
Albury 2640  
Australia, NS

Marimon Family Trust DTD 4-12-90  
Robt Marimon, M Marimon Co-Tres  
100 Timber Ridge Way NW #4108  
Issaquah, WA 98027

Latina K Scott  
115 N Warren Ave, Ste. B  
Winslow, AZ 86047-3524

Janice Penney  
917 East 8475 South  
Sandy, UT 84094

Gerald H Fritts  
217 W Colonial Drive  
Hanford, CA 93230

OMB Royalties, LLC  
410 17<sup>th</sup> Street, Suite 1150  
Denver, CO 80202

Dorothy McClellan  
1943 E Pegram St  
Meridian, ID 83642

Kent P Nelson  
858 Walnut Ave  
Provo, UT 84604

Richard O Nelson  
7760 S Brighton Way  
Salt Lake City, UT 84121

L Boyd Mullins Family Trust  
Dorothy C Mullins Succ TTEE  
1288 Third Avenue  
Salt Lake City, UT 84103

Mandy Brenchley  
1297 S Fox Pointe Dr.  
Kaysville, UT 84037

Susan F Earnest  
PO Box 137  
Fairview, UT 84629

Stephanie Webber  
3837 E 22 N  
Rigby, ID 83442

Laura Hauck  
1993 W Ranch Rd  
Farmington, UT 84025-5028

Noel Leavitt  
10043 S Lindsay Wood Lane  
Sandy, UT 84092

Joyce Aubrey Living Trust  
Joyce Aubrey TTEE  
814 SE 380<sup>th</sup> CT  
Washougal, WA 98671

Diane Babcock  
10876 Saddlebrook Circle  
South Jordan, UT 84095

Chad Earl Mullins  
2021 E Lincoln Cir  
Salt Lake City, Utah 84124-1708

Dorothy C. Mullins Family Trust  
Dorothy C. Mullins TTEE  
1288 Third Avenue  
Salt Lake City, UT 84103

David K Shelton  
9300 N Sunset Dr.  
Pocatello, ID 83201

Sharron F Lamb  
6430 S 790 W  
Salt Lake City, UT 84123-6706

Patricia A Close  
3734 Mount Crest Drive  
Las Vegas, NV 89121

Rasmussen Fam TR DTD 10/30/2006  
Dennis A & Saundra L Rasmussen TTEES  
1371 E 600 North  
Bountiful, UT 84010

Ruth Groom  
285 N 2<sup>nd</sup> W  
Rigby, ID 83442-1364

Susan Onnen  
4896 Firethorn  
Jackson, MI 49201

John & Marsha Stanger Marital Trust  
AG & Phyllis Stanger JT  
130 Arden Drive  
Idaho Falls, ID 83404

Dale C and Miriam E Billman REV TR  
Miriam Billman Sole TTEE  
1120 E Davis Dr., Apt D736  
Terre Haute, IN 47802-4057

Alan T Rains Jr.  
301 N Quaker Lane  
Alexandria, VA 22304

Julie Ann Paull  
1431 Three Fountains Dr.  
Idaho Falls, ID 83404

Jeffrey Alan Womack  
363 Pine Cove LN  
Kaysville, UT 84037-2405

Lynda Kay Hadley  
5454 S 2200 West  
Roy, UT 84067

Karen Lundgren  
340 E 21<sup>st</sup> St., #3023  
Ogden, UT 84401

Kent E Birchell  
238 S 500 W  
Vernal, UT 84078-3058

Tammy Barlow  
2445 S Springwood CT  
Lafayette, CO 80026

Glen Womack  
233 E 1000 S  
Orem, UT 84058

Ira N Corey Trust DTD 10/4/1991  
Richard I Corey TTEE  
3241 Bell Canyon Road  
Sandy, UT 84092

Alayne Watson Capshaw TR DTD 3/25/10  
Alayne Watson Capshaw TTEE  
602 Harbor Blvd, #104  
Destin, FL 32541

Janet Roberts  
PO Box 1265  
Roosevelt, UT 84066

Larry Womack  
PO Box 407  
Bear River City, UT 84301

Gary Womack  
515 W 3500 North  
Pleasant View, UT 84414

Brent Birchell  
940 W 1100 S  
Vernal, UT 84078

Jeff Womack  
214 E 1150 S, #313-2  
Roosevelt, UT 84066-3816

Stanley Womack  
RFD #3 Box 3335  
Myton, UT 84052

Gordon Douglas Womack  
3679 South 500 East  
Vernal, UT 84078

Wayne C and Norma W Close LLC  
c/o David Wayne Close  
201 W 1400 S  
Orem, UT 84058

Dale Womack Family Trust  
Dale Clark Womack TTEE  
485 W 250 S  
Vernal, UT 84078

Daniel Sam and  
Sandra R Sam  
756 N State Rd 149, #1  
Valparaiso, IN 46385-8533

J Kay Thorne  
5818 Central Dr.  
Mukilteo, WA 98275-4668

Carolyn Smith  
354 E 500 S  
American Fork, UT 84003-2573  
Mary A. Brown  
4556 Suncrest Drive  
Salt Lake City, UT 84117-4317

Thayne Andelin Smith  
51 W. Center Street  
Orem, UT 84057-4605

Leland M Mendelson  
865 Hayne Rd.  
Hillsborough, CA 94010-7049

Patricia Zeller Fischer  
750 Weaver Dairy Rd., Apt 2214  
Chapel Hill, NC 27514-1443

Mary Minty Dirckx  
1133 Morningside Drive  
Claremont, CA 91711

Hope Cocherell  
13628 Alcade St., Unit 99  
La Puente, CA 91746

James E Anderson  
15304 Willowbrook Lane  
Morrison, CO 80465-2243

Maralyn T Bone  
1270 E 700 N  
Bountiful, UT 84010-1702

Keyne Thorne  
3010 Bloomington Hills Dr.  
St. George, UT 84790-6838

Dale A. Smith  
192 N. 100 E.  
Farmington, UT 84025-3524

Shirley Jeanne Crawley  
11335 N. 5710 W  
Highland, UT 84033-9044  
Toni Andelin Smith  
606 W. Cabellero Cir.  
Mesa, AZ 85201-5643

Michael E Zeller  
135 Newton Rd.  
Woodbridge, CT 06525-1534

Debbie Zeller Reifer  
aka Deborah Reifer  
5308 Marden Dr.  
Davis, CA 95618-7204

Janine Lawrence  
PO Box 731031  
Puyallup, WA 98373

Antelope ORRI, LLC  
2441 High Timbers, Suite 120  
The Woodlands, TX 77380

Legends Exploration, L.P.  
5851 San Felipe St., Ste. 760  
Houston, TX 77057-8015

Murray Sheep Ranch, LLC  
PO Box 96  
Myton, UT 84052

Keystone Oil and Gas LLC  
950 S Garfield St.  
Denver, CO 80209-5006

Elizabeth O'Neal  
Unlocatable

Crescent Point Energy U S Corp  
555 17<sup>th</sup> St., Ste. 750  
Denver, CO 80202-3905

Gallagher Headquarters Ranch Development  
Ltd  
PO Box 1181  
San Antonio, TX 78294-1811

Milam Sons Minerals LLC  
John B Milam, Manager  
PO Box 26  
Chelsea, OK 74016-0000

Penroc Oil Corporation  
M.Y. Merchant, President  
PO Box 2769  
Hobbs, NM 88241-2769

Broughton Petroleum Inc.  
PO Box 1389  
Sealy, TX 77474

Slover Minerals, L.P.  
3614 Royal Rd.  
Amarillo, TX 79109

Argo Energy Partners, Ltd.  
PO Box 1808  
Corsicana, TX 75151-1808

Gilbert R Horrocks, Lois Hatch Horrocks  
539 E Normandy Dr.  
Provo, UT 84604-5956

**Ute Tribal 3-17-3-3WH**

Black Stone Minerals Co LP  
PO Box 301267  
Dallas, TX 75303-1267

B H C H Minerals Ltd  
PO Box 1817  
San Antonio, TX 78296-1817

George G Vaught Jr.  
PO Box 13557  
Denver, CO 80201-3557

TC Craighead & Company  
PO Box 576  
Ardmore, OK 73402

Red River Royalties, Inc.  
PO Box 576  
Ardmore, OK 73402-0576

Dusty Sanderson  
7802 Bennington Dr.  
Amarillo, TX 79119-4994

Covey Minerals Inc.  
Attn: Gary Nelson  
2733 East Parleys Way, Suite 304  
Salt Lake City, UT 84109

Leland Woodrow Noble Jr.  
7021 West Voltaire  
Peoria, AZ 85381

Ute Distribution Corporation  
94 South 200 East  
Roosevelt, UT 84066  
**[Undeliverable]**

BIA Uintah and Ouray Agency  
Box 130  
Fort Duchesne, UT 84026  
**[Address updated 12/23/2013]**

Dennis S Noble  
PO Box 540  
Sonoma, CA 95476  
**[Undeliverable]**

Fredricksburg Royalty Ltd.  
PO Box 1481  
San Antonio, TX 78295-1481

Ute Indian Tribe of the Uintah and Ouray  
Reservation, Utah  
PO Box 70  
Fort Duchesne, UT 84026

Hardy Mineral and Royalties, Ltd.  
PO Box 484  
San Antonio, TX 78295-0484

DT Royalty Partners LLC  
PO Box 30564  
Austin, TX 78755-3564

Glenn J Huber  
PO Box 154  
Lapoint, UT 84039-0154

Laurence Scott Noble  
4052 Ondine Circle  
Huntington Beach, CA 92649

Eliason Eight, LLC  
4349 Lynne Lane  
Salt Lake City, UT 84124-3644

Dennis S Noble  
PO Box 843  
Graton, CA 95444

Raymond T Duncan Oil Properties, Ltd.  
PO Box 467  
Oklahoma City, OK 73101-0467

Walter Duncan Oil LLC  
PO Box 467  
Oklahoma City, OK 73101-0467

Travis Company JV Ltd.  
PO Box 1546  
San Antonio, TX 78296-1546

Paul L McCullis  
PO Box 3248  
Littleton, CO 80161-3248

Daniel S Sam and Penny B Sam  
1104 W 1700 S  
Vernal, UT 84078-4678

Nephi Moon Oil and Mineral, LLC  
PO Box 154  
Duchesne, UT 84021

Adrienne Larson, William S Nicholson, CPA,  
As agent and AIF  
300 East 4500 South  
Salt Lake City, UT 84107

Becky Jo Gebhart Jackson  
3971 S 1750 E  
Vernal, UT 84078



The University of Utah  
William S Nicholson  
CPA as Managing Agent and  
Attorney in Fact for the University of Utah  
300 East 4500 South  
Salt Lake City, UT 84107

Stringham Mineral Trust, Barbara Thorne,  
Trustee  
8227 W Deep Creed Road  
Vernal, UT 84078-9566

Verlie A Stringham McCarrell Trust, Verlie A  
Stringham McCarrell, Trustee  
875 W 100 N  
Vernal, UT 84078

Dorothy Stringham Searle Mem Tr, Sharon S  
Olson & Paul Milton Searle TTEES  
25 West 900 North  
Bountiful, UT 84010

Stringham Sheep, LLC  
Robert Stringham  
867 Lizzie Lane  
St. George, UT 84790

Tara Lynn Lehmann  
180 Pollux Drive  
Rock Springs, WY 82901-3329

Florence N Streeper and Nedene S Jacobsen  
Fam Tr  
123 Second Ave  
Salt Lake City, UT 84103  
**[Undeliverable]**

Cale Wellman Carson IV, Trustee, Carson  
Family Trust  
2610 Rockview Dr.  
Reno, NV 89519-5704

Mary Kathryn Carson Revocable Trust, Wells  
Fargo Bank, Trustee  
Trust Account No. 18353500  
PO Box 41779  
Austin, TX 78704

Jay Edwin Eaves III  
23169 W Yavapai St.  
Buckeye, AZ 85326-6184

Rea Eaves Barnes  
9970 NE Highway 240  
Yamhill, OR 97148-8512

Susan Eaves Migliore  
PO Box 893190  
Temecula, CA 92589-3190  
**[Address updated 2/7/14]**

Diane Sutton  
17832 S Greenfield Dr.  
Oregon City, OR 97045-7847

Mary A. Eaves  
39933 Bella Vista Rd  
Temecula, CA 95292-9651  
**[Address updated 12/23/2013]**

Charles Victor Nicora  
5909 Country Ln, Apt 103  
Citrus Heights, CA 95621-4713

Vincent C Noble  
17513 Plaza Marlema  
San Diego, CA 92128

Monette Noble  
6076 Georgia Drive  
North Highlands, CA 95660

Lindsay Noble  
720 Arbor Drive  
San Leandro, CA 94577-2916

Allen Forbes Noble  
712 Valley Westside Rd.  
Colville, WA 99114-9555

Weaver Four Investments  
Barbara Wyne, Managing Partner  
7817 Villa Nueva NE  
Albuquerque, NM 87109

Katherine McClaugherty Roe  
PO Box 4070  
Sante Fe, NM 87502-4070

Daun T Dejournette  
1670 North 3500 West  
Vernal, UT 84078

Kenneth Huber  
690 E 3 Fountain Circle  
Murray, UT 84107

Antelope Orri, LLC  
2441 High Timbers, Suite 120  
The Woodlands, TX 77380

William Hoover  
78 S Villa Franche Cir.  
Saint George, UT 84770-1670

DCP Investments LLC  
Craig E Peterson, Manager  
1365 Ambassador Way  
Salt Lake City, UT 84108-2860

Robert D Noble  
1809 Chester Ave  
Bakersville, CA 93301

Linda Louise Bischoff  
PO Box 344  
Palouse, WA 99161-0344

Deaton Investments  
Donna Deaton  
5414 Chevy Chase Parkway, NW  
Washington, DC 20015  
**[Undeliverable]**

Daniel Sisk and Katherine B Sisk Rev Tr Dtd  
3/31/89  
5917 Camino Placido NE  
Albuquerque, NM 87109-3849

Kenneth Huber  
PO Box 56  
Lapoint, UT 84039

Mary Lou Huber  
PO Box 55  
Lapoint, UT 84039

Karl Wallace  
3257 Harrison Blvd., #D10  
Ogden, UT 84403

Club Oil and Gas Ltd  
66 Inverness Lane East  
Englewood, CO 80112

Dr. Jess C Cheney  
2040 E Murray Holladay Rd, Suite 208  
Salt Lake City, UT 84117-5109

Cal D. Huber  
548 E 650 N, #51 93-10  
Roosevelt, UT 84066

Ray Huber  
1690 N 3500 W  
Vernal, UT 84078-9763

Thomas Mullins  
130 Bryant Street, #117  
Ketchikan, AR 99901-5556

Mark Mullins  
7120 Mill Creek Rd  
The Dalles, OR 97058-8510

Marlayne Sinclair  
1054 East 560 North  
Provo, UT 84606

Theodore N. Baldwin  
HC 64, Box 325  
Duchesne, UT 84021

Rulon Olsen Gilbert  
3255 East 3210 North  
Twin Falls, ID 83301

Douglas Beck Family Trust  
Douglas G and Alane V Beck TTEES  
HC 64 Box 283  
Arcadia, UT 84021-9013

Margaret S Wirick Tr Uta Dtd 8/26/97,  
Harry L Wirick Jr.  
907 S Detroit Ave., Ste. #722  
Tulsa, OK 74120-4290

Mary Ellen Slemaker Benien  
PO Box 701407  
Tulsa, OK 74170-1407

Kathryn H Walker Fam Liv Tr Dtd 4-15-12,  
Kathryn, Larry, Kayla Walker  
PO Box 317  
Lapoint, UT 84039

Bret Mullins  
6616 Tuft Court  
West Jordan, UT 84084

Sali-Kai Smith  
1614 61<sup>st</sup> Street SE  
Auburn, WA 98092-8605

Sharlee Glenn  
116 North 1240 East  
Pleasant Grove, UT 84062-2546

Gayle Glenn Gilbert  
421 Quincy Street  
Twin Falls, ID 83301

4-C Farms LLC  
HC 64 Box 278  
Duchesne, UT 84021-9013

Raymond Glen Gilbert  
875 South Taylor Rd.  
Othello, WA 99344

Estate of R W Slemaker JR  
Margaret Ann Slemaker, Pers Rep  
PO Box 163  
Broken Arrow, OK 74013-0163

Arlene Gilbert  
14388 Road D SE  
Othello, WA 99344

Terry Lee McKenna  
PO Box 71  
Myton, UT 84052-0071

Raphael Bertrand  
2348 Lincoln St.  
Longmont, CO 80501-1024

Clifford Denile McKenna  
3841 Cobble Hollow Dr.  
Roosevelt, UT 84066-4889

Douglas Richard Horrocks  
PO Box 994  
Duchesne, UT 84021-0994

Ida Jean Wiley  
784 S River Rd.  
St. George, UT 84790-5716

Sally May Berger  
1812 W Sunset Blvd., #1-433  
St. George, UT 84770

Marva Mae Horrocks Thompson  
3322 Golden Ave.  
Pocatello, ID 83204-2064

Carole Horrocks Cutler  
344 Stansbury St.  
Pocatello, ID 83201-6852

Doris Fietkau Harper  
1649 Spyglass Hill Dr.  
Draper, UT 84020-5604

Elmira Larae Fietkau Crandall  
165 N 1230 E  
Springville, UT 84663-1740

Kathleen Fietkau Winget  
973 S 1375 E  
Springville, UT 84663-2865

Maxine Gilbert Ivory  
2 Rode O SE  
Moses Lake, WA 98837-9315

Reva Gilbert Fowles  
4852 W Opal Hill Dr.  
West Jordan, UT 84081-4116

Colleen Webb  
PO Box 1076  
Washington, UT 84780-1076

Arabelle Brown  
5225 Green Briar Dr.  
Lady Lake, FL 32159-2829

Gregory Lynn Foy  
3435 E Dublin St.  
Gilbert, AZ 85295

Colleen Horrocks  
295 Ashley Dr.  
Vernal, UT 84078-3103

Susan Horrocks Barkus  
12535 N Laramie Ln  
Pocatello, ID 83202-5025

Flora Fietkau Jacobson  
639 Aaron Ave.  
Springville, UT 84663-1545

Benjamin Reed Fietkau  
6836 W 9600 N  
Highland, UT 84003-9204

Carolyn Gilbert Beus  
5128 Taylor Ct.  
Pasco, WA 99301-8461

Joyce Gilbert McNeill  
4659 W Baldy Dr.  
West Jordan, UT 84088-7836

Sandy Gilbert Goodwin  
3192 Heritage Rd  
Walla Walla, WA 99362-9594

Sheila Gilbert Mackay  
2014 187<sup>th</sup> Ave NE  
Redmond, WA 98052-6014

Lou Ann Gilbert Mackay  
1193 S 2100 E  
Springville, UT 84663-3263

Aurilla Gilbert Christensen  
12486 Road E SW  
Royal City, WA 99357-9759

Milton Bloomquist  
1953 W 2100 S  
Syracuse, UT 84075

Colleen Peterson Horrocks  
579 Clark St  
Woods Cross, UT 84010-8122

Jerry Grant Horrocks  
1091 Belcrest Dr  
Redding, CA 96003-7201

Roberta Ann Horrocks Jones  
371 Mountain View St.  
PO Box 1118  
Weaverville, CA 96093-1118

Loni Jenice Francis Hall  
17745 Duvall Dr.  
PO Box 5093  
Shasta Lake, CA 96089-5093

Terri Annette Horrocks Killian  
PO Box 284  
Duchesne, UT 84021

Julie Dawn Miller  
214 West 4000 South  
Vernal, UT 84078

Goldking Energy Partners I, LP  
PO Box 671099  
Dallas, TX 75367-1099

James Albert Gilbert  
2657 W Bench Rd  
Othello, WA 99344-8903

June Horrocks  
Christina K Shiner POA  
4786 W Old Church Court  
West Jordan, UT 84084-7905

Dexter Lewis Tourville  
19050 Hwy 62  
Eagle Point, OR 97524-9790

Crystina Kay Horrocks Whitley  
16310 Bowman Rd.  
PO Box 2295  
Cottonwood, CA 96022-2295

Larry Dean Horrocks  
244 Barbara Ave  
PO Box 505  
Weaverville, CA 96093-0505

John David Francis Jr.  
6507 Mountain Side Dr.  
Igo, CA 96047-9724

Jerry Don Miller  
13735 Darnestown Road  
Gaithersburg, MD 20878

PEC Minerals LP  
14860 Montford Dr., Suite 209  
Dallas, TX 75254

Mark Chapman  
PO Box 450  
Sealy, TX 77474-0450

Larry L Wheeler  
6566 S. Tyko Court  
Peru, IN 46970

Audrey V Wheeler  
902 Leisure World  
Mesa, AZ 85206

Lynn A. Wheeler  
PO Box 51954  
Phoenix, AZ 85076

Loren R Wheeler  
220 E. 37<sup>th</sup> Street, Suite A  
Boise, ID 83714

Croff Oil Company Inc.  
16 Waterway Ct.  
The Woodlands, TX 77380-2641

Aileen Ware, Individually and as Trustee of the  
Leo W. and Aileen F. Ware Revocable Trust  
DTD 7/29/03  
1027 East 6160 South  
Salt Lake City, UT 84121

QEP Energy Company  
1050 17<sup>th</sup> Street, Suite 500  
Denver, CO 80265

Intrust Bank as Trustee of the Charles Mattingly  
Family Trust DTD 1/23/85, by Farmers  
National  
Company, Agent  
5110 S Yale Avenue, Suite 400  
Tulsa, OK 74135

Antelope Orri, LLC  
2441 High Timbers, Suite 120  
The Woodlands, TX 77380

BSNR Raptor LP  
1001 Fannin St., Suite 2020  
Houston, TX 77002

Legends Exploration, L.P.  
5851 San Felipe St., Ste. 760  
Houston, TX 77057-8015

James E Anderson  
15304 Willowbrook Ln  
Morrison, CO 80465-2243

4-C Farms LLC  
HC 64 Box 278  
Duchesne, UT 84021-9013

Keystone Oil & Gas LLC  
950 S Garfield St.  
Denver, CO 80209-5006

